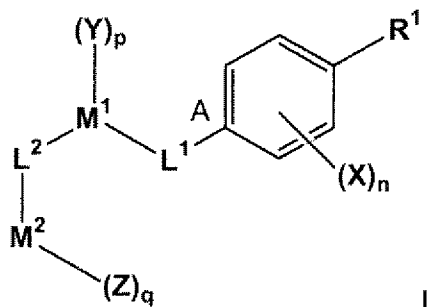


This listing of claims will replace all prior versions, and listings, of claims in the application (note that amendments are **highlighted in bold**):

**Listing of Claims:**

1. **(currently amended)** A compound of formula I



or a pharmaceutically acceptable salt or solvate thereof, wherein

n is 0 to 4;

p is 0 to 4;

q is 0 to 5;

X is selected from the group consisting of hydrogen, alkoxy, alkyl, aryl, cycloalkyl, cycloalkenyl, heterocyclyl, heterocyclenyl, haloalkoxy, haloalkyl, halogen, heteroalkyl, heteroaryl,  $-\text{CF}_3$ ,  $-\text{CN}$ ,  $-\text{C}(\text{O})\text{N}(\text{R}^2)_2$ ,  $-\text{C}(\text{O})\text{OR}^2$ ,  $-\text{N}(\text{R}^2)_2$ ,  $-\text{NHC}(\text{O})\text{R}^2$ ,  $-\text{NR}^2\text{C}(\text{O})\text{OR}^2$ ,  $-\text{NR}^2\text{C}(\text{O})\text{N}(\text{R}^2)_2$ ,  $-\text{NO}_2$ ,  $-\text{NC}(=\text{N}-\text{CN})\text{NHR}^2$ ,  $-\text{OCF}_2\text{H}$ ,  $-\text{OCF}_3$ ,  $-\text{OH}$  and  $-\text{S}(\text{O}_2)\text{N}(\text{R}^2)_2$ , with the proviso that when n is 2, 3 or 4, the X moieties can be the same or different and are independently selected from the group listed above;

Y is selected from the group consisting of hydrogen, alkoxy, alkyl, cycloalkyl, cycloalkenyl, heterocyclyl, heterocyclenyl, halogen, heteroalkyl, heteroaryl,  $-\text{O-cycloalkyl}$ ,  $-\text{CF}_3$ ,  $-\text{CN}$ ,  $-\text{C}(\text{O})\text{OR}^2$ ,  $-\text{C}(\text{O})\text{R}^2$ ,  $-\text{N}(\text{R}^2)_2$ ,  $-\text{OCF}_3$ ,  $-\text{OCF}_2\text{H}$  and  $-\text{OH}$ , with the proviso that:

when p is 2, 3 or 4, the Y moieties can be the same or different and are independently selected from the group listed above; or

when p is 2, the Y moieties can form a cyclic ring of 3 to 7 ring atoms of which 1-2 may be a heteroatom;

Z is selected from the group consisting of hydrogen, alkoxy, alkyl, cycloalkyl, cycloalkenyl, halogen, heteroalkyl, heteroaryl, heterocyclyl, heterocyclenyl, -O-cycloalkyl, -CF<sub>3</sub>, -CN, -C(O)OR<sup>2</sup>, -N(R<sup>2</sup>)<sub>2</sub>, -OCF<sub>3</sub>, -OCF<sub>2</sub>H, -OH and -S(O<sub>2</sub>)R<sup>2</sup>, with the proviso that when q is 2, 3, 4 or 5, the Z moieties can be the same or different and are independently selected from the group listed above;

R<sup>1</sup> is selected from the group consisting of hydrogen, alkoxy, alkyl, aryl, cycloalkyl, cycloalkenyl, heteroaryl, heterocyclyl, heterocyclenyl, and -N(R<sup>2</sup>)<sub>2</sub>;

R<sup>2</sup> is selected from the group consisting of hydrogen, alkoxy, alkyl, aryl, cycloalkyl, cycloalkenyl, heteroaryl, heterocyclyl, heterocyclenyl, and hydroxyalkyl;

L<sup>1</sup> is selected from the group consisting of a covalent bond, -C(F<sub>2</sub>)-, -(CH(OR<sup>2</sup>))-, ~~-C(O)-~~, -C(O)N(H)-, -C(=N-OR<sup>2</sup>)-, -C(=NR<sup>2</sup>)-, -C(=N-CN)-, -C(R<sup>2</sup>)<sub>2</sub>-, -N(R<sup>2</sup>)-, -N(H)C(O)-, -N(R<sup>2</sup>)S(O<sub>2</sub>)-, -O-, -OC(O)-, -C(O)O-, -S-, -S(O<sub>2</sub>)-, -S(O)- and -S(O<sub>2</sub>)N(R<sup>2</sup>)-, with the proviso that when L<sup>1</sup> is a covalent bond, M<sup>1</sup> is directly attached to the phenyl carbon marked A;

L<sup>2</sup> is selected from the group consisting of ~~a covalent bond, -C(R<sup>2</sup>)<sub>2</sub>-~~, -C(=N-OR<sup>2</sup>)-, ~~-C(O)-~~, -C(O)N(H)-, -C(O)O-, -OC(O)-, -N(H)C(O)-, -NHS(O<sub>2</sub>)-, -N(R<sup>2</sup>)-, -O-, -S-, -S(O)-, -S(O<sub>2</sub>)- and -S(O<sub>2</sub>)N(R<sup>2</sup>)-, with the proviso that when L<sup>2</sup> is a covalent bond, M<sup>1</sup> is directly attached to M<sup>2</sup>;

M<sup>1</sup> is aryl, cycloalkyl, heteroaryl or heterocycloalkyl;  
and

M<sup>2</sup> is alkyl, aryl, cycloalkyl, cycloalkenyl, heteroaryl, heterocyclyl, heterocyclenyl, -C(O)R<sup>2</sup>, -C(O)OR<sup>2</sup>, -N(R<sup>2</sup>)<sub>2</sub> or -S(O<sub>2</sub>)R<sup>2</sup>;  
with the provisos that:

- i) when M<sup>2</sup> is -N(R<sup>2</sup>)<sub>2</sub>, L<sup>2</sup> is ~~a covalent bond, -CH<sub>2</sub>-, -C(O)- or -S(O<sub>2</sub>)-~~ and Z is absent;
  - ii) when M<sup>2</sup> is -C(O)R<sup>2</sup> or -C(O)OR<sup>2</sup>, L<sup>2</sup> is ~~a covalent bond, -CH<sub>2</sub>-, -NH-~~ or -N(alkyl)- and Z is absent;
  - iii) when M<sup>2</sup> is -S(O<sub>2</sub>)R<sup>2</sup>, L<sup>2</sup> is ~~a covalent bond, -CH<sub>2</sub>-, -NH-~~ or -N(alkyl)- and Z is absent;
- and

iv) the two  $R^2$  moieties of  $-N(R^2)_2$  and  $-C(R^2)_2-$  are the same or different and are independently selected, or the two  $R^2$  of  $-N(R^2)_2$  are joined together and with the nitrogen to which they are attached to form a heterocyclic ring having 3 to 7 ring atoms optionally containing additionally one or more N or O atoms wherein said additional N can be optionally substituted with  $R^2$ ;

wherein each of said alkoxy, alkyl, aralkyl, aryl, cycloalkyl, cycloalkenyl, heteroaralkyl, heteroaryl, heterocyclyl, and heterocyclenyl in the definitions above can be unsubstituted or optionally independently substituted with one or more moieties which can be the same or different, each moiety being independently selected from the group consisting of halogen,  $-CF_3$ , alkoxy,  $-CN$ ,  $-C(O)N(R^2)_2$ ,  $-C(O)OR^2$ ,  $-C(O)R^2$ ,  $-NC(O)R^2$ ,  $-NR^2C(O)OR^2$ ,  $-NR^2C(O)N(R^2)_2$ ,  $-NC(=N-CN)NHR^2$ ,  $-NO_2$ ,  $-N(R^2)_2$ ,  $-OCF_2H$ ,  $-OCF_3$ ,  $-OH$ ,  $-S(O_2)R^2$  and  $-S(O_2)N(R^2)_2$ ;

with the proviso that when  $R^1$  is alkyl, said  $R^1$  is not substituted with  $-NC(O)R^2$ ,  $-NR^2C(O)OR^2$ ,  $-NR^2C(O)N(R^2)_2$  or  $-N(R^2)_2$ ;

with the proviso that when  $M^1$  is a tricyclic heteroaryl, then  $M^2$  is alkyl, aryl, cycloalkyl, cycloalkenyl, heteroaryl, heterocyclyl, heterocyclenyl,  $-C(O)R^2$ ,  $-C(O)OR^2$ , or  $-S(O_2)R^2$ ; and

with the proviso that when  $M^1$  is cyclohexane, then p is 1 to 4 and each Y is independently selected from the group consisting of alkoxy, alkyl, cycloalkyl, cycloalkenyl, heterocyclyl, heterocycloalkenyl, halogen, heteroalkyl, heteroaryl,  $-O$ -cycloalkyl,  $-CF_3$ ,  $-CN$ ,  $-C(O)OR^2$ ,  $-C(O)R^2$ ,  $-N(R^2)_2$ ,  $-OCF_3$ ,  $-OCF_2H$  and  $-OH$ , or, when p is 2, the Y moieties can form a cyclic ring of 3 to 7 ring atoms of which 1 to 2 may be a heteroatom.

2. (original) The compound according to claim 1, or a pharmaceutically acceptable salt or solvate thereof, wherein

$M^1$  is aryl, heteroaryl or heterocycloalkyl;

and

$M^2$  is aryl, cycloalkyl, heteroaryl, or heterocyclyl.

3. (original) The compound according to claim 1, or a pharmaceutically acceptable salt or solvate thereof, wherein X is selected from the group consisting of hydrogen, alkoxy,  $-\text{CF}_3$ , haloalkoxy, halogen,  $-\text{OCF}_3$ ,  $-\text{OCF}_2\text{H}$  and  $-\text{OH}$ .
4. (original) The compound according to claim 1, or a pharmaceutically acceptable salt or solvate thereof, wherein Y is selected from the group consisting of hydrogen, alkoxy, alkyl,  $-\text{CF}_3$ ,  $-\text{C}(\text{O})\text{OR}^2$ , cycloalkyl, halogen,  $-\text{N}(\text{R}^2)_2$ ,  $-\text{OCF}_3$ ,  $-\text{O-cycloalkyl}$  and  $-\text{OH}$ .
5. (original) The compound according to claim 1, or a pharmaceutically acceptable salt or solvate thereof, wherein Z is selected from the group consisting of hydrogen, alkoxy, alkyl,  $-\text{CF}_3$ ,  $-\text{C}(\text{O})\text{OR}^2$ , halogen, heterocyclyl,  $-\text{N}(\text{R}^2)_2$ ,  $-\text{OCF}_3$ ,  $-\text{O-cycloalkyl}$  and  $-\text{OH}$ .
6. (original) The compound according to claim 1, or a pharmaceutically acceptable salt or solvate thereof, wherein  $\text{R}^1$  is selected from the group consisting of hydrogen, alkoxy, alkyl, cycloalkyl and  $-\text{N}(\text{R}^2)_2$ .
7. (original) The compound according to claim 1, or a pharmaceutically acceptable salt or solvate thereof, wherein  $\text{R}^2$  is selected from the group consisting of hydrogen, alkyl, aryl, cycloalkyl and heterocycloalkyl.
8. (original) The compound according to claim 1, or a pharmaceutically acceptable salt or solvate thereof, wherein  $\text{L}^1$  is selected from the group consisting of  $-\text{C}(\text{R}^2)_2-$ ,  $-\text{N}(\text{R}^2)\text{S}(\text{O}_2)-$ ,  $-\text{N}(\text{R}^2)-$ ,  $-\text{S}(\text{O}_2)-$  and  $-\text{S}(\text{O}_2)\text{N}(\text{R}^2)-$ .
9. (**currently amended**) The compound according to claim 1, or a pharmaceutically acceptable salt or solvate thereof, wherein  $\text{L}^2$  is selected from the group consisting of ~~a covalent bond,  $-\text{C}(\text{R}^2)_2-$~~ ,  $-\text{N}(\text{R}^2)\text{S}(\text{O}_2)-$ ,  $-\text{N}(\text{R}^2)-$ ,  $-\text{S}(\text{O}_2)-$  and  $-\text{S}(\text{O}_2)\text{N}(\text{R}^2)-$ .

10. (original) The compound according to claim 1, or a pharmaceutically acceptable salt or solvate thereof, wherein  $M^1$  is aryl, heteroaryl or heterocyclyl.

11. (original) The compound according to claim 1, or a pharmaceutically acceptable salt or solvate thereof, wherein  $M^2$  is aryl, cycloalkyl, heteroaryl, or heterocyclyl.

12. (**currently amended**) The compound according to claim 1, or a pharmaceutically acceptable salt or solvate thereof, wherein

X is selected from the group consisting of hydrogen, alkoxy,  $-\text{CF}_3$ , haloalkoxy, halogen,  $-\text{OCF}_3$ ,  $-\text{OCF}_2\text{H}$  and  $-\text{OH}$ ;

Y is selected from the group consisting of hydrogen, alkoxy, alkyl,  $-\text{CF}_3$ ,  $-\text{C}(\text{O})\text{OR}^2$ , cycloalkyl, halogen,  $-\text{N}(\text{R}^2)_2$ ,  $-\text{OCF}_3$ ,  $-\text{O-cycloalkyl}$  and  $-\text{OH}$ ;

Z is selected from the group consisting of hydrogen, alkoxy, alkyl,  $-\text{CF}_3$ ,  $-\text{C}(\text{O})\text{OR}^2$ , halogen, heterocyclyl,  $-\text{N}(\text{R}^2)_2$ ,  $-\text{OCF}_3$ ,  $-\text{O-cycloalkyl}$  and  $-\text{OH}$ ;

$\text{R}^1$  is selected from the group consisting of hydrogen, alkoxy, alkyl, cycloalkyl and  $-\text{N}(\text{R}^2)_2$ ;

$\text{R}^2$  is selected from the group consisting of hydrogen, alkyl, aryl, cycloalkyl and heterocyclyl;

$\text{L}^1$  is selected from the group consisting of  $-\text{C}(\text{R}^2)_2-$ ,  $-\text{N}(\text{R}^2)-$ ,  $-\text{S}(\text{O}_2)-$  and  $-\text{S}(\text{O}_2)\text{N}(\text{R}^2)-$ ;

$\text{L}^2$  is selected from the group consisting of ~~a covalent bond,  $-\text{C}(\text{R}^2)_2-$~~ ,  $-\text{N}(\text{R}^2)\text{S}(\text{O}_2)-$ ,  $-\text{N}(\text{R}^2)-$ ,  $-\text{S}(\text{O}_2)-$  and  $-\text{S}(\text{O}_2)\text{N}(\text{R}^2)-$ ;

$\text{M}^1$  is aryl, heteroaryl or heterocyclyl;

$\text{M}^2$  is aryl, cycloalkyl, heteroaryl, or heterocyclyl;

with the provisos that:

the two  $\text{R}^2$  moieties of  $\text{N}(\text{R}^2)_2$  and  $\text{C}(\text{R}^2)_2-$  are the same or different and are independently selected, wherein each  $\text{R}^2$  of  $\text{N}(\text{R}^2)_2$  are joined together and with the nitrogen to which they are attached form a heterocyclic ring having 3 to 7 ring atoms;

wherein each of said alkoxy, alkyl, aralkyl, aryl, cycloalkyl, heteroaralkyl, heteroaryl and heterocyclyl in the definitions above can be

unsubstituted or optionally independently substituted with one or more moieties which can be the same or different, each moiety being independently selected from the group consisting of halogen, alkoxy,  $-\text{CF}_3$ ,  $-\text{CN}$ ,  $-\text{C}(\text{O})\text{N}(\text{R}^2)_2$ ,  $-\text{C}(\text{O})\text{OR}^2$ ,  $-\text{C}(\text{O})\text{R}^2$ ,  $-\text{NC}(\text{O})\text{R}^2$ ,  $-\text{NR}^2\text{C}(\text{O})\text{OR}^2$ ,  $-\text{NR}^2\text{C}(\text{O})\text{N}(\text{R}^2)_2$ ,  $-\text{NC}(=\text{N}-\text{CN})\text{NHR}^2$ ,  $-\text{NO}_2$ ,  $-\text{N}(\text{R}^2)_2$ ,  $-\text{OCF}_2\text{H}$ ,  $-\text{OCF}_3$ ,  $-\text{OH}$ ,  $-\text{S}(\text{O}_2)\text{R}^2$  and  $-\text{S}(\text{O}_2)\text{N}(\text{R}^2)_2$ .

13. **(currently amended)** The compound according to claim 1 or a pharmaceutically acceptable salt or solvate thereof, wherein

n is 1;

X is hydrogen **and or**  $-\text{OH}$ ;

Y is selected from the group consisting of hydrogen, alkoxy, alkyl,  $-\text{CF}_3$ ,  $-\text{C}(\text{O})\text{OR}^2$ , cycloalkyl, halogen,  $-\text{N}(\text{R}^2)_2$ ,  $-\text{OCF}_3$  and  $-\text{OH}$ ;

Z is selected from the group consisting of hydrogen, alkoxy, alkyl,  $-\text{CF}_3$ ,  $-\text{C}(\text{O})\text{OR}^2$ , halogen, heterocyclyl,  $-\text{N}(\text{R}^2)_2$ ,  $-\text{OCF}_3$ ,  $-\text{O-cycloalkyl}$  and  $-\text{OH}$ ;

$\text{R}^1$  is selected from the group consisting of hydrogen, alkoxy, alkyl, cycloalkyl and  $-\text{N}(\text{R}^2)_2$ ;

$\text{R}^2$  is selected from the group consisting of hydrogen, alkyl, aryl, cycloalkyl and heterocyclyl;

$\text{L}^1$  is selected from the group consisting of  ~~$-\text{C}(\text{O})-$~~ ,  $-\text{C}(\text{R}^2)_2-$  and  $-\text{S}(\text{O}_2)-$ ;

$\text{L}^2$  is selected from the group consisting of ~~a covalent bond~~,  ~~$-\text{C}(\text{R}^2)_2-$~~ ,  $-\text{C}(\text{O})-$  and  $-\text{S}(\text{O}_2)-$ ;

$\text{M}^1$  is aryl, heteroaryl or heterocyclyl;

and

$\text{M}^2$  is aryl, cycloalkyl, heteroaryl, or heterocyclyl.

14. **(currently amended)** The compound according to claim 1 or a pharmaceutically acceptable salt or solvate thereof, wherein

n is 1;

X is hydrogen and  $-\text{OH}$ ;

Y is selected from the group consisting of hydrogen, alkoxy, alkyl,  $-\text{C}(\text{O})\text{OR}^2$ , cycloalkyl,  $-\text{CF}_3$ , halogen,  $-\text{OCF}_3$  and  $-\text{OH}$ ;

Z is selected from the group consisting of hydrogen, alkoxy, alkyl, -CF<sub>3</sub>, halogen, -OCF<sub>3</sub>, -O-cycloalkyl and -OH;

R<sup>1</sup> is selected from the group consisting of hydrogen, alkoxy, alkyl, cycloalkyl and -N(R<sup>2</sup>)<sub>2</sub>;

R<sup>2</sup> is selected from the group consisting of hydrogen, alkyl, aryl and cycloalkyl;

~~L<sup>1</sup> and L<sup>2</sup> are the same or different and are independently -C(R<sup>2</sup>)<sub>2</sub>- or -S(O<sub>2</sub>)-;~~

L<sup>1</sup> is -C(R<sup>2</sup>)<sub>2</sub>- or -S(O<sub>2</sub>)-;

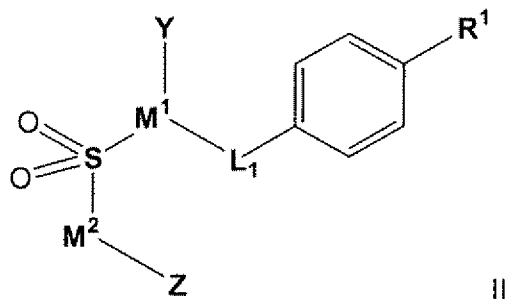
L<sup>2</sup> is -S(O<sub>2</sub>)-;

M<sup>1</sup> is aryl or heteroaryl;

and

M<sup>2</sup> is aryl, cycloalkyl, heteroaryl or heterocyclyl.

15. (original) The compound according to claim 1 having the formula II:



or a pharmaceutically acceptable salt thereof, wherein

Y is selected from the group consisting of hydrogen, alkoxy, alkyl, -CF<sub>3</sub>, -CN -C(O)OR<sup>2</sup>, cycloalkyl, halogen, -N(R<sup>2</sup>)<sub>2</sub>, -OCF<sub>3</sub> and -OH, with the proviso that when p is 2, the Y moieties can form a cyclic ring of 3 to 7 ring atoms of which 1-2 may be a heteroatom;

Z is selected from the group consisting of hydrogen, alkoxy, alkyl, -CF<sub>3</sub>, -C(O)OR<sup>2</sup>, halogen, heterocyclyl, -N(R<sup>2</sup>)<sub>2</sub>, -OCF<sub>3</sub>, -O-cycloalkyl and -OH;

R<sup>1</sup> is selected from the group consisting of hydrogen, alkoxy, alkyl, cycloalkyl, heterocyclyl and -N(R<sup>2</sup>)<sub>2</sub>;

R<sup>2</sup> is selected from the group consisting of hydrogen, alkyl, aryl and cycloalkyl;

$L^1$  is a covalent bond,  $-C(R^2)_2-$  or  $-S(O_2)-$ ;

$M^1$  is aryl, indolyl, oxabicycloheptenyl or furanyl;

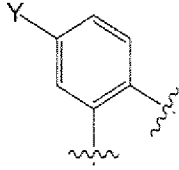
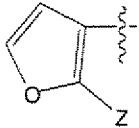
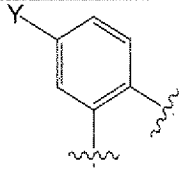
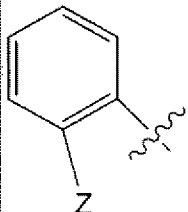
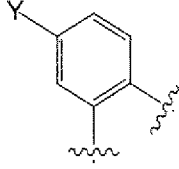
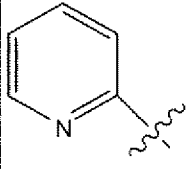
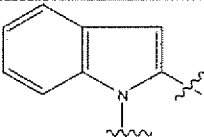
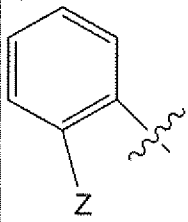
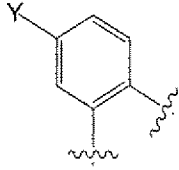
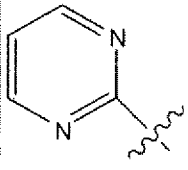
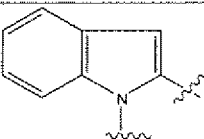
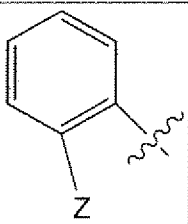
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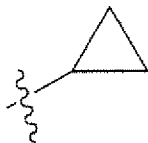
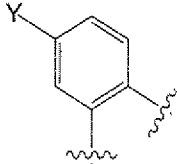
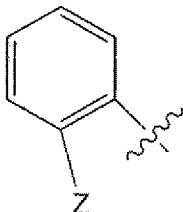
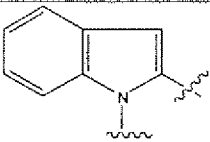
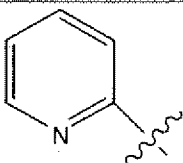
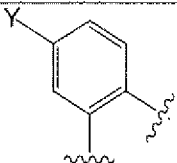
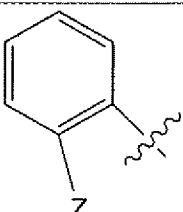
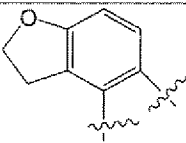
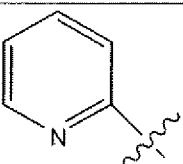
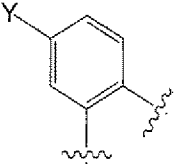
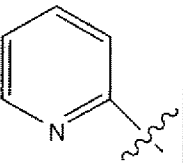
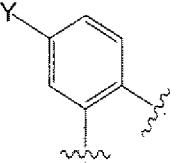
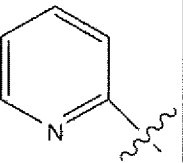
$M^2$  is aryl, cycloalkyl, heteroaryl or heterocyclyl.

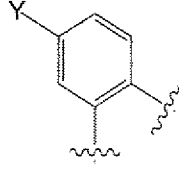
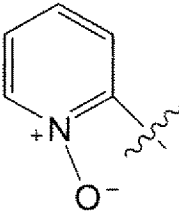
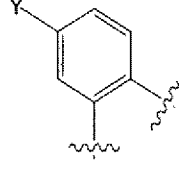
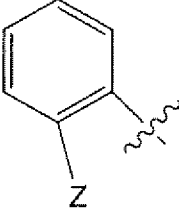
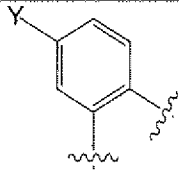
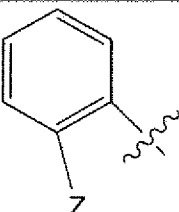

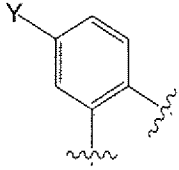
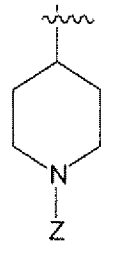
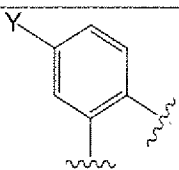
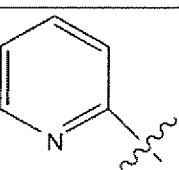
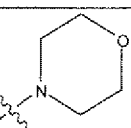
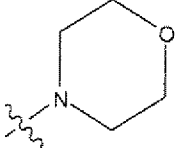
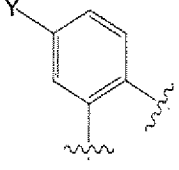
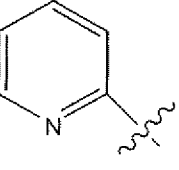
16. (original) The compound according to claim 15 having the formula II, or a pharmaceutically acceptable salt thereof, wherein  $R^1$ ,  $L^1$ ,  $M^1$ ,  $M^2$ , Y and Z are as set forth in the following table:


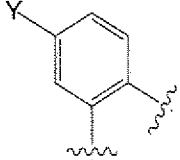
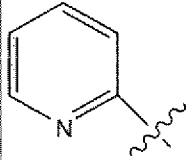
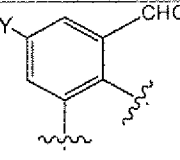
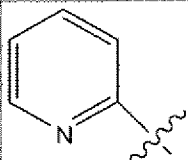
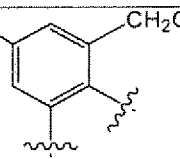
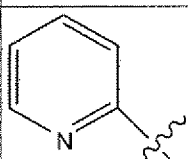
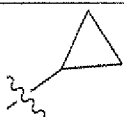
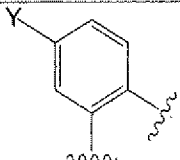
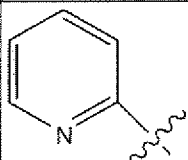
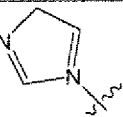

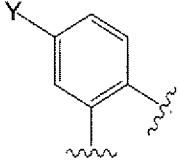
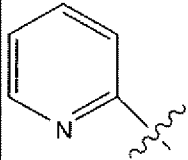
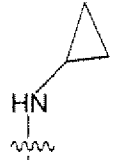
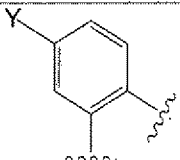
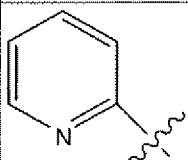
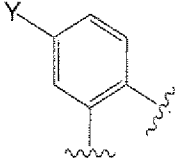
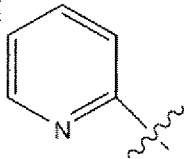
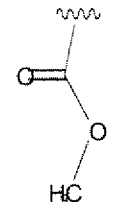
$R^1$	$L^1$	$M^1$ -Y	$M^2$ -Z	Y	Z
$-\text{CH}(\text{CH}_3)_2$	$-\text{CH}_2-$			$-\text{CF}_3$	F
$-\text{CH}(\text{CH}_3)_2$	$-\text{CH}_2-$			$-\text{CF}_3$	
$-\text{CH}(\text{CH}_3)_2$	$-\text{CH}_2-$			$-\text{OCF}_3$	F
$-\text{CH}(\text{CH}_3)_2$	$-\text{CH}_2-$			$-\text{OCF}_3$	$-\text{NH}(\text{CH}_2)_2\text{OH}$

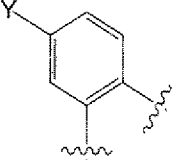
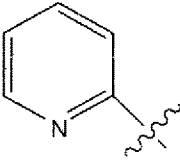
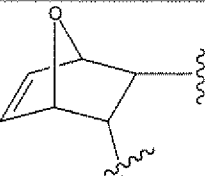
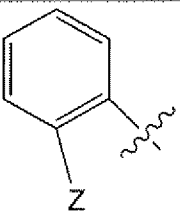
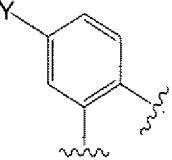
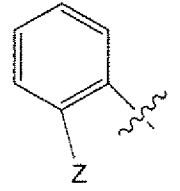
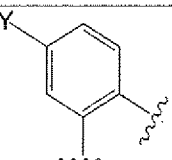
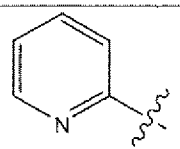
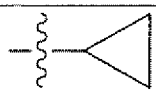
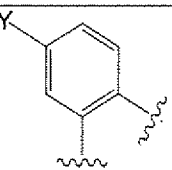
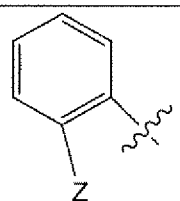
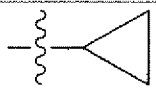
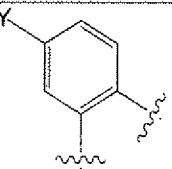
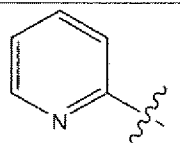
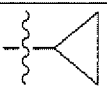
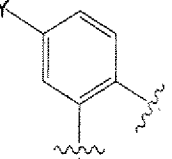
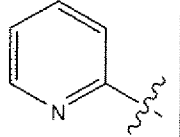


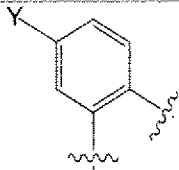
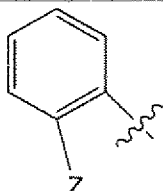
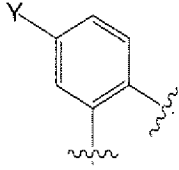
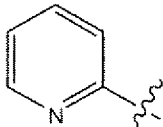
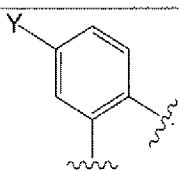
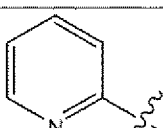
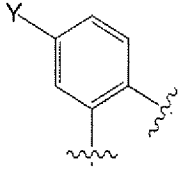
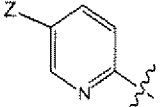
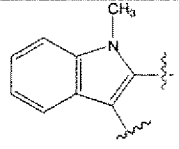
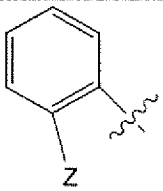
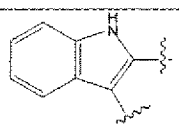
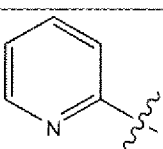
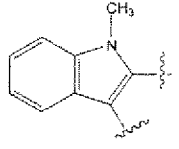
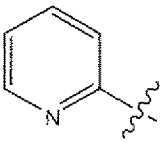
$R^1$	$L^1$	$M^1-Y$	$M^2-Z$	Y	Z
$-\text{CH}(\text{CH}_3)_2$	$-\text{S}(\text{O}_2)-$			$-\text{OCF}_3$	$-\text{CH}_3$
$-\text{CH}(\text{CH}_3)_2$	$-\text{S}(\text{O}_2)-$			$-\text{OCF}_3$	F
$-\text{CH}(\text{CH}_3)_2$	$-\text{S}(\text{O}_2)-$			$-\text{OCF}_3$	H
$-\text{CH}(\text{CH}_3)_2$	$-\text{S}(\text{O}_2)-$			H	F
$-\text{CH}(\text{CH}_3)_2$	$-\text{S}(\text{O}_2)-$			$-\text{OCF}_3$	H
$-\text{CH}(\text{CH}_3)_2$	$-\text{CH}_2-$			H	F

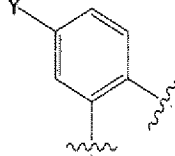
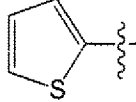
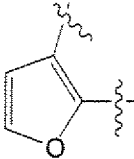
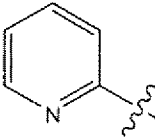
$R^1$	$L^1$	$M^1-Y$	$M^2-Z$	$Y$	$Z$
	$-S(O_2)-$			Cl	F
$-CH(CH_3)_2$	$-S(O_2)-$			H	H
$-CH(CH_3)_2$	$-S(O_2)-$			$N(CH_3)_2$	F
$-CH(CH_3)_2$	$-S(O_2)-$			H	H
$-N(CH_3)_2$	$-S(O_2)-$			$-CH(CH_3)_2$	H
$-CH(CH_3)_2$	$-S(O_2)-$			$-N(CH_3)_2$	H

$R^1$	$L^1$	$M^1-Y$	$M^2-Z$	Y	Z
$-\text{CH}(\text{CH}_3)_2$	$-\text{S}(\text{O}_2)-$			$-\text{CH}(\text{CH}_3)_2$	H
$-\text{CH}(\text{CH}_3)_2$	$-\text{S}(\text{O}_2)-$			OH	F
$-\text{CH}(\text{CH}_3)_2$	$-\text{S}(\text{O}_2)-$				F
$-\text{CH}(\text{CH}_3)_2$	Covalent bond			$-\text{CH}(\text{CH}_3)_2$	$-\text{CH}_3$
$-\text{CH}(\text{CH}_3)_2$	$-\text{S}(\text{O}_2)-$				H
	$-\text{S}(\text{O}_2)-$			$-\text{CH}(\text{CH}_3)_2$	H

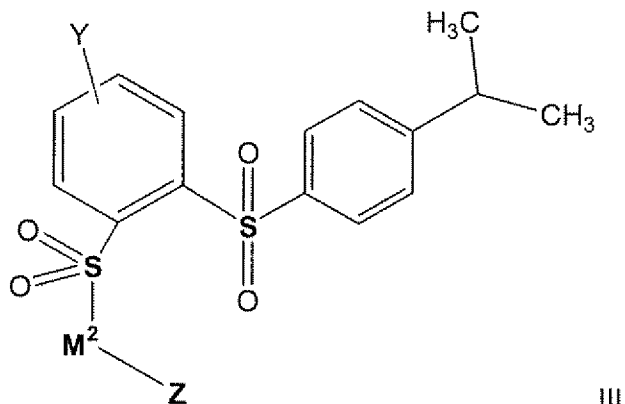
$R^1$	$L^1$	$M^1-Y$	$M^2-Z$	$Y$	$Z$
	$-S(O_2)-$			$-OCH_3$	H
$-CH(CH_3)_2$	$-S(O_2)-$			$-CH(CH_3)_2$	H
$-CH(CH_3)_2$	$-S(O_2)-$			$-CH(CH_3)_2$	H
	$-S(O_2)-$				H
	$-S(O_2)-$				H
$-CH(CH_3)_2$	$-S(O_2)-$			$-CN$	H
$-CH(CH_3)_2$	$-S(O_2)-$				H

$R^1$	$L^1$	$M^1-Y$	$M^2-Z$	$Y$	$Z$
$-\text{CH}(\text{CH}_3)_2$	$-\text{S}(\text{O}_2)-$			$-\text{CF}_3$	H
$-\text{CH}(\text{CH}_3)_2$	$-\text{S}(\text{O}_2)-$			H	F
$-\text{CH}(\text{CH}_3)_2$	$-\text{S}(\text{O}_2)-$			$-\text{OCH}_3$	F
$-\text{CH}(\text{CH}_3)_2$	$-\text{S}(\text{O}_2)-$			$-\text{OCH}_3$	H
	$-\text{S}(\text{O}_2)-$			$-\text{OCH}_3$	F
	$-\text{S}(\text{O}_2)-$				H
$-\text{CH}(\text{CH}_3)_2$	$-\text{S}(\text{O}_2)-$			$-\text{CH}(\text{CH}_3)_2$	H

$R^1$	$L^1$	$M^1-Y$	$M^2-Z$	Y	Z
$-\text{CH}(\text{CH}_3)_2$	$-\text{S}(\text{O}_2)-$			$-\text{OCH}(\text{CH}_3)_2$	F
$-\text{CH}(\text{CH}_3)_2$	$-\text{S}(\text{O}_2)-$			$-\text{OCH}(\text{CH}_3)_2$	H
$-\text{OCH}(\text{CH}_3)_2$	$-\text{S}(\text{O}_2)-$			$-\text{CH}(\text{CH}_3)_2$	H
$-\text{CH}(\text{CH}_3)_2$	$-\text{S}(\text{O}_2)-$			$-\text{OCH}(\text{CH}_3)_2$	$-\text{COOCH}_3$
$-\text{CH}(\text{CH}_3)_2$	$-\text{S}(\text{O}_2)-$			H	F
$-\text{CH}(\text{CH}_3)_2$	$-\text{S}(\text{O}_2)-$			H	H
$-\text{CH}(\text{CH}_3)_2$	$-\text{S}(\text{O}_2)-$			H	H

$R^1$	$L^1$	$M^1-Y$	$M^2-Z$	Y	Z
$-\text{CH}(\text{CH}_3)_2$	$-\text{S}(\text{O}_2)-$			$-\text{CF}_3$	H
$-\text{CH}(\text{CH}_3)_2$	$-\text{S}(\text{O}_2)-$			H	H

17. (original) The compound according to claim 1 having the formula III:



III

or a pharmaceutically acceptable salt thereof, wherein

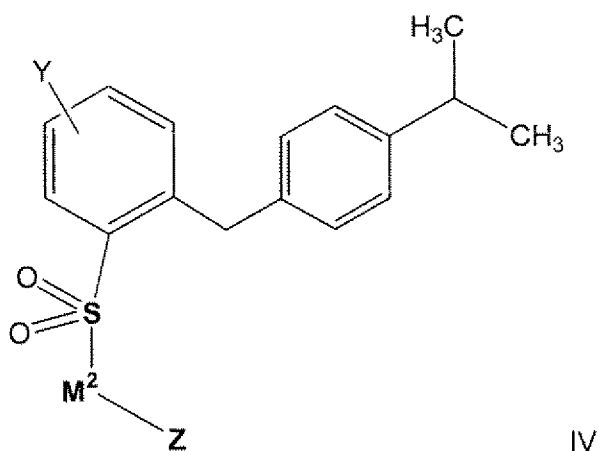
Y is selected from the group consisting of hydrogen, alkoxy, alkyl,  $-\text{CF}_3$ , cycloalkyl, halogen,  $-\text{OCF}_3$  and  $-\text{OH}$ ;

Z is selected from the group consisting of hydrogen, alkyl,  $-\text{CF}_3$ , halogen,  $-\text{N}(\text{R}^2)_2$ ,  $-\text{OCF}_3$  and  $-\text{OH}$ ;

and

$M^2$  is aryl or heteroaryl.

18. (original) The compound according to claim 1 having the formula IV



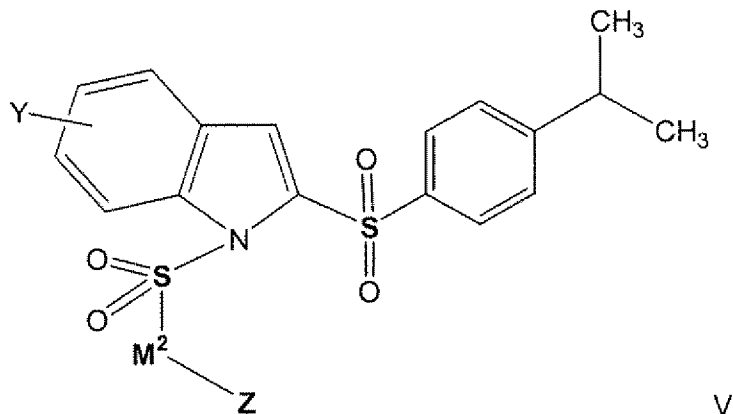
or a pharmaceutically acceptable salt thereof, wherein

Y is selected from the group consisting of hydrogen, alkoxy, alkyl, cycloalkyl and  $-\text{OCF}_3$ ;

Z is selected from the group consisting of hydrogen, alkyl,  $-\text{CF}_3$ , halogen,  $-\text{N}(\text{R}^2)_2$ ,  $-\text{OCF}_3$  and  $-\text{OH}$ ;  
and

$\text{M}^2$  is aryl or heteroaryl.

19. (original) The compound according to claim 1 having the formula V



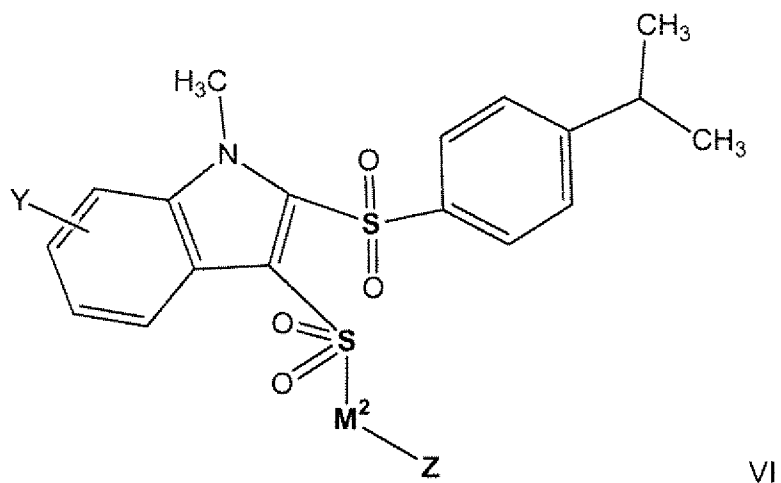
or a pharmaceutically acceptable salt thereof, wherein

Z is selected from the group consisting of hydrogen,  $-\text{CF}_3$ , halogen,  $-\text{OCF}_3$  and  $-\text{OH}$ ;  
and

$\text{M}^2$  is aryl or heteroaryl.



20. (original) The compound of claim 1 having the formula VI



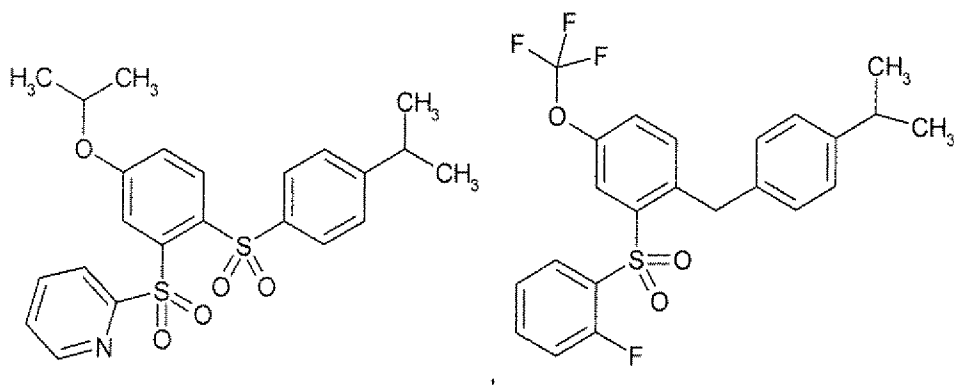
or a pharmaceutically acceptable salt thereof, wherein

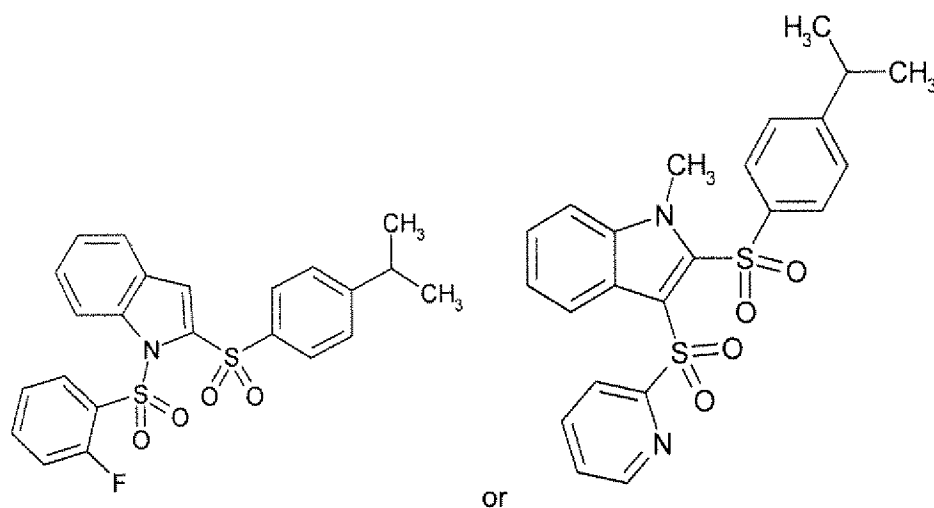
$M^2$  is aryl or heteroaryl;

and

Z is selected from the group consisting of hydrogen, alkyl, halogen,  $-CF_3$ ,  $-N(R^2)_2$ ,  $-OH$  and  $-OCF_3$ .

21. (original) The compound of claim 1 having the formula:





or a pharmaceutically acceptable salt thereof.

22. (original) A pharmaceutical composition comprising an effective amount of at least one compound according to claim 1 and a pharmaceutically acceptable carrier.

23. (original) A pharmaceutical composition comprising an effective amount of at least one compound according to claim 16 and a pharmaceutically acceptable carrier.

Claims 24-29 (canceled)

30. (original) A process for making a pharmaceutical composition comprising combining at least one compound of claim 1 and at least one pharmaceutically acceptable carrier.

31. (original) A process for making a pharmaceutical composition comprising combining at least one compound of claim 16 and at least one pharmaceutically acceptable carrier.

Claims 32-57 (canceled)

58 (new). A method of treating cancer, inflammatory diseases, immunomodulatory diseases, or respiratory diseases comprising administering to a mammal in need of such treatment an effective amount of at least one compound according to claim 1.

59 (new). A method of treating cancer, inflammatory diseases, immunomodulatory diseases, or respiratory diseases comprising administering to a mammal in need of such treatment an effective amount of at least one compound according to claim 16.

60 (new). A method of treating cutaneous T cell lymphoma, rheumatoid arthritis, systemic lupus erythematosus, multiple sclerosis, glaucoma, diabetes, sepsis, shock, sarcoidosis, idiopathic pulmonary fibrosis, bronchopulmonary dysplasia, retinal disease, scleroderma, osteoporosis, renal ischemia, myocardial infarction, cerebral stroke, cerebral ischemia, nephritis, hepatitis, glomerulonephritis, cryptogenic fibrosing aveolitis, psoriasis, transplant rejection, atopic dermatitis, vasculitis, allergy, seasonal allergic rhinitis, Crohn's disease, inflammatory bowel disease, reversible airway obstruction, adult respiratory distress syndrome, asthma, chronic obstructive pulmonary disease (COPD) or bronchitis comprising administering to a mammal in need of such treatment an effective amount of at least one compound according to claim 1.

61 (new). A method of treating cutaneous T cell lymphoma, rheumatoid arthritis, systemic lupus erythematosus, multiple sclerosis, glaucoma, diabetes, sepsis, shock, sarcoidosis, idiopathic pulmonary fibrosis, bronchopulmonary dysplasia, retinal disease, scleroderma, osteoporosis, renal ischemia, myocardial infarction, cerebral stroke, cerebral ischemia, nephritis, hepatitis, glomerulonephritis, cryptogenic fibrosing aveolitis, psoriasis, transplant rejection, atopic dermatitis, vasculitis, allergy, seasonal allergic rhinitis, Crohn's disease, inflammatory bowel disease, reversible airway obstruction, adult respiratory distress syndrome, asthma, chronic obstructive pulmonary disease (COPD) or bronchitis comprising administering

to a mammal in need of such treatment an effective amount of at least one compound according to claim 16.

62 (new). The method of claim 58 wherein the condition or disease treated is selected from rheumatoid arthritis, multiple sclerosis, seasonal allergic rhinitis, psoriasis, transplant rejection and chronic obstructive pulmonary disease.

63 (new). The method of claim 59 wherein the condition or disease treated is selected from rheumatoid arthritis, multiple sclerosis, seasonal allergic rhinitis, psoriasis, transplant rejection and chronic obstructive pulmonary disease.

64 (new). A process for making a pharmaceutical composition comprising combining at least one compound of claim 1 and at least one pharmaceutically acceptable carrier.

65 (new). A process for making a pharmaceutical composition comprising combining at least one compound of claim 16 and at least one pharmaceutically acceptable carrier.

66 (new). A method of treating rheumatoid arthritis comprising administering to a mammal in need thereof an effective amount of at least one compound of claim 1 in combination with at least one compound selected from the class consisting of a COX-2 inhibitor, a COX-1 inhibitor, an immunosuppressive, a steroid, an anti-TNF- $\alpha$  compound or other classes of compounds indicated for the treatment of rheumatoid arthritis.

67 (new). A method of treating rheumatoid arthritis comprising administering to a mammal in need thereof an effective amount of at least one compound of claim 16 in combination with at least one compound selected from the class consisting of a COX-2 inhibitor, a COX-1 inhibitor, an

immunosuppressive, a steroid, an anti-TNF- $\alpha$  compound or other classes of compounds indicated for the treatment of rheumatoid arthritis.

68 (new). The method of claim 66 wherein the COX-2 inhibitor is Celebrex or Vioxx, the COX-1 inhibitor is Feldene, the immunosuppressive is methotrexate, leflunomide, sulfasalazine, or cyclosporin, the steroid is  $\beta$ -methasone and the anti-TNF- $\alpha$  compound is Enbrel or Remicade.

69 (new). The method of claim 67 wherein the COX-2 inhibitor is Celebrex or Vioxx, the COX-1 inhibitor is Feldene, the immunosuppressive is methotrexate, leflunomide, sulfasalazine, or cyclosporin, the steroid is  $\beta$ -methasone and the anti-TNF- $\alpha$  compound is Enbrel or Remicade.

70 (new). A composition for treating rheumatoid arthritis which comprises a compound selected from the class consisting of a COX-2 inhibitor, a COX-1 inhibitor, an immunosuppressive, a steroid, an anti-TNF- $\alpha$  compound or other classes of compounds indicated for the treatment of rheumatoid arthritis and an effective amount of at least one compound of claim 1.

71 (new). A composition for treating rheumatoid arthritis which comprises a compound selected from the class consisting of a COX-2 inhibitor, a COX-1 inhibitor, an immunosuppressive, a steroid, an anti-TNF- $\alpha$  compound or other classes of compounds indicated for the treatment of rheumatoid arthritis and an effective amount of at least one compound of claim 16.

72 (new). The composition of claim 70 wherein the COX-2 inhibitor is Celebrex or Vioxx, the COX-1 inhibitor is Feldene, the immunosuppressive is methotrexate, leflunomide, sulfasalazine, or cyclosporin, the steroid is  $\beta$ -methasone and the anti-TNF- $\alpha$  compound is Enbrel or Remicade.

73 (new). The composition of claim 71 wherein the COX-2 inhibitor is Celebrex or Vioxx, the COX-1 inhibitor is Feldene, the immunosuppressive is methotrexate, leflunomide, sulfasalazine, or cyclosporin, the steroid is  $\beta$ -methasone and the anti-TNF- $\alpha$  compound is Enbrel or Remicade.

74 (new). A method of treating multiple sclerosis comprising administering to a mammal in need thereof an effective amount of at least one compound of claim 1 in combination with an effective amount of a compound selected from Avonex, Betaseron, Copaxone or other compounds indicated for the treatment of multiple sclerosis.

75 (new). A method of treating multiple sclerosis comprising administering to a mammal in need thereof an effective amount of at least one compound of claim 16 in combination with an effective amount of a compound selected from Avonex, Betaseron, Copaxone or other compounds indicated for the treatment of multiple sclerosis.

76 (new). A composition for treating multiple sclerosis which comprises a compound selected from Avonex, Betaseron, Copaxone or other compounds indicated for the treatment of multiple sclerosis and an effective amount of at least one compound of claim 1.

77 (new). A composition for treating multiple sclerosis which comprises a compound selected from Avonex, Betaseron, Copaxone or other compounds indicated for the treatment of multiple sclerosis and an effective amount of at least one compound of claim 16.

78 (new). A method of treating psoriasis comprising administering to a mammal in need thereof an effective amount of at least one compound as defined in claim 1 in combination with a compound selected from the class consisting of an immunosuppressive, a steroid, an anti-TNF- $\alpha$  compound or other classes of compounds indicated for the treatment of psoriasis.

79 (new). A method of treating psoriasis comprising administering to a mammal in need thereof an effective amount of at least one compound as defined in claim 16 in combination with a compound selected from the class consisting of an immunosuppressive, a steroid, an anti-TNF- $\alpha$  compound or other classes of compounds indicated for the treatment of psoriasis.

80 (new). The method of claim 78 wherein the immunosuppressive is methotrexate, leflunomide, sulfasalazine or cyclosporin, the steroid is  $\beta$ -methasone and the anti-TNF- $\alpha$  compound is Enbrel or Remicade.

81 (new). The method of claim 79 wherein the immunosuppressive is methotrexate, leflunomide, sulfasalazine or cyclosporin, the steroid is  $\beta$ -methasone and the anti-TNF- $\alpha$  compound is Enbrel or Remicade.

82 (new). A composition for treating psoriasis which comprises a compound selected from the class consisting of an immunosuppressive, a steroid, an anti-TNF- $\alpha$  compound or other classes of compounds indicated for the treatment of psoriasis and an effective amount of at least one compound of claim 1.

83 (new). A composition for treating psoriasis which comprises a compound selected from the class consisting of an immunosuppressive, a steroid, an anti-TNF- $\alpha$  compound or other classes of compounds indicated for the treatment of psoriasis and an effective amount of at least one compound of claim 16.

84 (new). The composition of claim 82 wherein the immunosuppressive is methotrexate, leflunomide, sulfasalazine or cyclosporin, the steroid is  $\beta$ -methasone and the anti-TNF- $\alpha$  compound is Enbrel or Remicade.

85 (new). The composition of claim 83 wherein the immunosuppressive is methotrexate, leflunomide, sulfasalazine or cyclosporin, the steroid is  $\beta$ -methasone and the anti-TNF- $\alpha$  compound is Enbrel or Remicade.

86 (new). A method of treating seasonal allergic rhinitis and/or asthma comprising an effective amount of at least one compound of claim 1 in combination with at least one H1 antagonist.

87 (new). A method of treating seasonal allergic rhinitis and/or asthma comprising an effective amount of at least one compound of claim 16 in combination with at least one H1 antagonist.

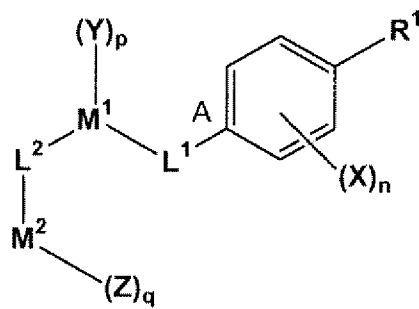
88 (new). A composition for treating seasonal allergic rhinitis and/or asthma which comprises an effective amount of at least one H1 antagonist and an effective amount of at least one compound of claim 1.

89 (new). A composition for treating seasonal allergic rhinitis and/or asthma which comprises an effective amount of at least one H1 antagonist and an effective amount of at least one compound of claim 16.

90 (new). The composition of claim 88 wherein the H1 antagonist is selected from Claritin, Clarinex, Zyrtec and Allegra.

91 (new). The composition of claim 89 wherein the H1 antagonist is selected from Claritin, Clarinex, Zyrtec and Allegra.

92 (new). A compound of formula I



or a pharmaceutically acceptable salt or solvate thereof, wherein

n is 0 to 4;

p is 0 to 4;

q is 0 to 5;

X is selected from the group consisting of hydrogen, alkoxy, alkyl, aryl, cycloalkyl, cycloalkenyl, heterocyclyl, heterocyclenyl, haloalkoxy, haloalkyl, halogen, heteroalkyl, heteroaryl, -CF<sub>3</sub>, -CN, -C(O)N(R<sup>2</sup>)<sub>2</sub>, -C(O)OR<sup>2</sup>, -N(R<sup>2</sup>)<sub>2</sub>,



$-\text{NHC(O)R}^2$ ,  $-\text{NR}^2\text{C(O)OR}^2$ ,  $-\text{NR}^2\text{C(O)N(R}^2)_2$ ,  $-\text{NO}_2$ ,  $-\text{NC(=N-CN)NHR}^2$ ,  
 $-\text{OCF}_2\text{H}$ ,  $-\text{OCF}_3$ ,  $-\text{OH}$  and  $-\text{S(O}_2\text{)N(R}^2)_2$ , with the proviso that when  $n$  is 2, 3 or 4, the X moieties can be the same or different and are independently selected from the group listed above;

Y is selected from the group consisting of hydrogen, alkoxy, alkyl, cycloalkyl, cycloalkenyl, heterocyclyl, heterocyclenyl, halogen, heteroalkyl, heteroaryl,  $-\text{O-cycloalkyl}$ ,  $-\text{CF}_3$ ,  $-\text{CN}$ ,  $-\text{C(O)OR}^2$ ,  $-\text{C(O)R}^2$ ,  $-\text{N(R}^2)_2$ ,  $-\text{OCF}_3$ ,  $-\text{OCF}_2\text{H}$  and  $-\text{OH}$ , with the proviso that:

when  $p$  is 2, 3 or 4, the Y moieties can be the same or different and are independently selected from the group listed above; or

when  $p$  is 2, the Y moieties can form a cyclic ring of 3 to 7 ring atoms of which 1-2 may be a heteroatom;

Z is selected from the group consisting of hydrogen, alkoxy, alkyl, cycloalkyl, cycloalkenyl, halogen, heteroalkyl, heteroaryl, heterocyclyl, heterocyclenyl,  $-\text{O-cycloalkyl}$ ,  $-\text{CF}_3$ ,  $-\text{CN}$ ,  $-\text{C(O)OR}^2$ ,  $-\text{N(R}^2)_2$ ,  $-\text{OCF}_3$ ,  $-\text{OCF}_2\text{H}$ ,  $-\text{OH}$  and  $-\text{S(O}_2\text{)R}^2$ , with the proviso that when  $q$  is 2, 3, 4 or 5, the Z moieties can be the same or different and are independently selected from the group listed above;

$\text{R}^1$  is selected from the group consisting of hydrogen, alkoxy, alkyl, aryl, cycloalkyl, cycloalkenyl, heteroaryl, heterocyclyl, heterocyclenyl, and  $-\text{N(R}^2)_2$ ;

$\text{R}^2$  is selected from the group consisting of hydrogen, alkoxy, alkyl, aryl, cycloalkyl, cycloalkenyl, heteroaryl, heterocyclyl, heterocyclenyl, and hydroxyalkyl;

$\text{L}^1$  is selected from the group consisting of a covalent bond,  $-\text{C(F}_2\text{)-}$ ,  $-(\text{CH(OR}^2)\text{)-}$ ,  $-\text{C(O)N(H)-}$ ,  $-\text{C(=N-OR}^2\text{)-}$ ,  $-\text{C(=NR}^2\text{)-}$ ,  $-\text{C(=N-CN)-}$ ,  $-\text{C(R}^2)_2\text{-}$ ,  $-\text{N(R}^2\text{)-}$ ,  $-\text{N(H)C(O)-}$ ,  $-\text{N(R}^2\text{)S(O}_2\text{)-}$ ,  $-\text{O-}$ ,  $-\text{OC(O)-}$ ,  $-\text{C(O)O-}$ ,  $-\text{S-}$ ,  $-\text{S(O}_2\text{)-}$ ,  $-\text{S(O)-}$  and  $-\text{S(O}_2\text{)N(R}^2\text{)-}$ , with the proviso that when  $\text{L}^1$  is a covalent bond,  $\text{M}^1$  is directly attached to the phenyl carbon marked A;

$\text{L}^2$  is selected from the group consisting of  $-\text{C(=N-OR}^2\text{)-}$ ,  $\text{C(O)N(H)-}$ ,  $-\text{C(O)O-}$ ,  $-\text{OC(O)-}$ ,  $-\text{N(H)C(O)-}$ ,  $-\text{NHS(O}_2\text{)-}$ ,  $-\text{N(R}^2\text{)-}$ ,  $-\text{O-}$ ,  $-\text{S-}$ ,  $-\text{S(O)-}$ ,  $-\text{S(O}_2\text{)-}$  and  $-\text{S(O}_2\text{)N(R}^2\text{)-}$ , with the proviso that when  $\text{L}^2$  is a covalent bond,  $\text{M}^1$  is directly attached to  $\text{M}^2$ ;

$\text{M}^1$  is aryl, heteroaryl or heterocycloalkyl;

and

$M^2$  is alkyl, aryl, cycloalkyl, cycloalkenyl, heteroaryl, heterocyclyl, heterocyclenyl,  $-C(O)R^2$ ,  $-C(O)OR^2$ , or  $-S(O_2)R^2$ ;

with the provisos that:

- i) when  $M^2$  is  $-N(R^2)_2$ ,  $L^2$  is  $-S(O_2)-$  and Z is absent;
- ii) when  $M^2$  is  $-C(O)R^2$  or  $-C(O)OR^2$ ,  $L^2$  is  $-NH-$  or  $-N(alkyl)-$  and Z is absent;
- iii) when  $M^2$  is  $-S(O_2)R^2$ ,  $L^2$  is  $-NH-$  or  $-N(alkyl)-$  and Z is absent;

and

- iv) the two  $R^2$  moieties of  $-N(R^2)_2$  and  $-C(R^2)_2-$  are the same or different and are independently selected, or the two  $R^2$  of  $-N(R^2)_2$  are joined together and with the nitrogen to which they are attached to form a heterocyclic ring having 3 to 7 ring atoms optionally containing additionally one or more N or O atoms wherein said additional N can be optionally substituted with  $R^2$ ;

wherein each of said alkoxy, alkyl, aralkyl, aryl, cycloalkyl, cycloalkenyl, heteroaralkyl, heteroaryl, heterocyclyl, and heterocyclenyl in the definitions above can be unsubstituted or optionally independently substituted with one or more moieties which can be the same or different, each moiety being independently selected from the group consisting of halogen,  $-CF_3$ , alkoxy,  $-CN$ ,  $-C(O)N(R^2)_2$ ,  $-C(O)OR^2$ ,  $-C(O)R^2$ ,  $-NC(=N-CN)NHR^2$ ,  $-NO_2$ ,  $-OCF_2H$ ,  $-OCF_3$ ,  $-OH$ ,  $-S(O_2)R^2$  and  $-S(O_2)N(R^2)_2$ .